

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
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DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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ORDER UNDER 11 U.S.C. § 363(b) AND FED. R. BANKR.
P. 6004 AUTHORIZING DEBTORS TO ENTER INTO
FINANCE OUTSOURCING AGREEMENT

("FINANCE OUTSOURCING ORDER")

Upon the motion, dated March 30, 2007 (the "Motion"), of Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. § 363(b) and Fed. R. Bankr. P. 6004 authorizing, but not directing, the Debtors to enter into a finance outsourcing agreement; and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon, and sufficient cause appearing therefor,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. The Debtors are authorized, but not directed, to enter into and fully perform under an agreement with Genpact International, LLC ("Genpact") which

provides for the outsourcing of finance processes (the "Finance Outsourcing Agreement"), including making all payments due to Genpact under the Finance Outsourcing Agreement.

3. The Debtors are authorized, but not directed, to execute and deliver, and perform under, consummate, and implement all additional instruments and documents as may be reasonably necessary or desirable to implement and perform under the Finance Outsourcing Agreement.

4. To the extent that Delphi makes a payment under the Finance Outsourcing Agreement in respect of the liability of an affiliate Debtor, Delphi shall have an allowed claim under section 503 of the Bankruptcy Code against the affiliate Debtor for the amount of such payment.

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

6. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
April __, 2007

UNITED STATES BANKRUPTCY JUDGE